

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>LUKE DOUGLAS S</u>  (Last) (First) (Middle) <u>HL CAPITAL, INC.</u> <u>405 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10174</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENCY CENTERS CORP [ REG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/25/2004		M		1,250	A	\$22.0625	37,065	D	
Common Stock	08/25/2004		M		1,250	A	\$24.6	38,315	D	
Common Stock	08/25/2004		M		1,250	A	\$29.9	39,565	D	
Common Stock	08/25/2004		F		2,086	D	\$45.87	37,479	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Directors Stock Option (right to buy)	\$22.65	08/25/2004		M			1,250	05/03/2001	05/03/2010	Common Stock	1,250	\$0	0	D	
Directors Stock Option (right to buy)	\$24.6	08/25/2004		M			1,250	05/01/2002	05/01/2011	Common Stock	1,250	\$0	1,250	D	
Directors Stock Option (right to buy)	\$29.9	08/25/2004		M			1,250	05/07/2003	05/07/2012	Common Stock	1,250	\$0	2,500	D	
Directors Stock Option (right to buy)	\$45.87	08/25/2004		A			601	08/25/2004	05/03/2010	Common Stock	601	\$0	601	D	
Directors Stock Option (right to buy)	\$45.87	08/25/2004		A			670	08/25/2004	05/01/2011	Common Stock	670	\$0	670	D	
Directors Stock Option (right to buy)	\$45.87	08/25/2004		A			815	08/25/2004	05/07/2012	Common Stock	815	\$0	815	D	

Explanation of Responses:

/s/ Linda Y. Kelso, Attorney-in-Fact for Douglas S. Luke 08/26/2004

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**